

| United States Bankruptcy Court Southern District of New York | | Voluntary Petition | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|--------------------------|--|--------------------------|-------------------------------------|------------------------------|-------------------------------|--------------------------------|------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|------|-------|---------|---------|-------------|--------------|---------------|---------------|----------------|--------------|--|--------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|-----------------|-----------------------|------------------------|--------------------------|-----------------------------|------------------------------|-------------------------------|--------------------------------|------------------------------|-----------------------|--|--------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|-----------------|-----------------------|------------------------|--------------------------|-----------------------------|------------------------------|-------------------------------|--------------------------------|------------------------------|-----------------------|--|----------------------------------|--|
| Name of Debtor (if individual, enter Last, First, Middle): Queen of Hearts Cruises Inc. | | Name of Joint Debtor (Spouse) (Last, First, Middle): | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): | | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 13-3835366 | | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Street Address of Debtor (No. and Street, City, and State): 1632 York Avenue New York, NY ZIP Code 10028 | | Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| County of Residence or of the Principal Place of Business: New York | | County of Residence or of the Principal Place of Business: | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mailing Address of Debtor (if different from street address): ZIP Code | | Mailing Address of Joint Debtor (if different from street address): ZIP Code | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Location of Principal Assets of Business Debtor (if different from street address above): | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) | | Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending: | | Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| TAX-EXEMPT ENTITY (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). | | Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. | | Chapter 11 Debtors Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Estimated Number of Creditors <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> <td></td> </tr> </table> Estimated Assets <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> <td></td> </tr> </table> Estimated Liabilities <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> <td></td> </tr> </table> | | | | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 1-49 | 50-99 | 100-199 | 200-999 | 1,000-5,000 | 5,001-10,000 | 10,001-25,000 | 25,001-50,000 | 50,001-100,000 | OVER 100,000 | | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion | | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion | | THIS SPACE IS FOR COURT USE ONLY | |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1-49 | 50-99 | 100-199 | 200-999 | 1,000-5,000 | 5,001-10,000 | 10,001-25,000 | 25,001-50,000 | 50,001-100,000 | OVER 100,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

B1 (Official Form 1)(04/13)

| | | |
|---|-----------------------------------|--|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | | Name of Debtor(s): Queen of Hearts Cruises Inc. |
| All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet) | | |
| Location Where Filed: - None - | Case Number: | Date Filed: |
| Location Where Filed: | Case Number: | Date Filed: |
| Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet) | | |
| Name of Debtor: Affairs Afloat, Inc. | Case Number: 13-13356 | Date Filed: 10/15/13 |
| District: Southern District of New York | Relationship: Affiliate | Judge: Cecelia G. Morris |
| Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) | | Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date) |
| Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No. | | |
| Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition. | | |
| Information Regarding the Debtor - Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. | | |
| Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment) _____ (Address of landlord) <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)). | | |

B1 (Official Form 1)(04/13)

Voluntary Petition

(This page must be completed and filed in every case)

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney***X /s/ Jonathan S. Pasternak**

Signature of Attorney for Debtor(s)

Jonathan S. Pasternak

Printed Name of Attorney for Debtor(s)

DelBello Donnellan Weingarten Wise & Wiederkehr, LLP

Firm Name

**One North Lexington Avenue
White Plains, NY 10601**

Address

(914) 681-0200 Fax: (914) 684-0288

Telephone Number

April 22, 2014

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Steven Salsberg

Signature of Authorized Individual

Steven Salsberg

Printed Name of Authorized Individual

President

Title of Authorized Individual

April 22, 2014

Date

Name of Debtor(s):

Queen of Hearts Cruises Inc.**Signatures****Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person,or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Southern District of New York

In re Queen of Hearts Cruises Inc.

Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

| (1) | (2) | (3) | (4) | (5) |
|---|--|---|--|---|
| <i>Name of creditor and complete mailing address including zip code</i> | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | <i>Amount of claim [if secured, also state value of security]</i> |
| Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346 | Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346 | | | 41,084.00 |
| FINO 1 WALL STREET CT New York, NY 10005 | FINO 1 WALL STREET CT New York, NY 10005 | | | 35,860.00 |
| BMI P.O. Box 630893 Cincinnati, OH 45263-0893 | BMI P.O. Box 630893 Cincinnati, OH 45263-0893 | | | 30,105.82 |
| YANK MARINE INC. 7 MOSQUITO LANDING ROAD P.O.BOX 569 Tuckahoe, NJ 08250 | YANK MARINE INC. 7 MOSQUITO LANDING ROAD P.O.BOX 569 Tuckahoe, NJ 08250 | | | 22,961.55 |
| NYS Dept of Labor UI Division Employer Adjustment Section WA A Harriman State Campus Albany, NY 12240-0415 | NYS Dept of Labor UI Division Employer Adjustment Section WA A Harriman State Campus Albany, NY 12240-0415 | | | 20,847.89 |
| Kenny, Stearns & Zonghetti LLC 26 Broadway New York, NY 10004 | Kenny, Stearns & Zonghetti LLC 26 Broadway New York, NY 10004 | | | 18,569.50 |
| NYS Unemployment Insurance Fund P.O. Box 551 Albany, NY 12201 | NYS Unemployment Insurance Fund P.O. Box 551 Albany, NY 12201 | | | 17,276.00 |
| Billy Bey Marina 4500 Ave at Port Imperial Weehawken, NJ 07086 | Billy Bey Marina 4500 Ave at Port Imperial Weehawken, NJ 07086 | | | 10,950.03 |
| NYS Sales Tax Processing JAF Building P.O. Box 1208 New York, NY 10116-1208 | NYS Sales Tax Processing JAF Building P.O. Box 1208 New York, NY 10116-1208 | | | 6,375.00 |
| STONEWALL SOLUTIONS LLC TWO STONEWALL CIRCLE West Harrison, NY 10604 | STONEWALL SOLUTIONS LLC TWO STONEWALL CIRCLE West Harrison, NY 10604 | | | 6,000.00 |

B4 (Official Form 4) (12/07) - Cont.

In re Queen of Hearts Cruises Inc.

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
 (Continuation Sheet)

| (1) <i>Name of creditor and complete mailing address including zip code</i> | (2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | (3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | (4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | (5) <i>Amount of claim [if secured, also state value of security]</i> |
|---|---|--|---|--|
| HOUSE OF SALSBERG, INC. <input checked="" type="checkbox"/> 60 HILLCREST ROAD Boonton, NJ 07005 | HOUSE OF SALSBERG, INC. <input checked="" type="checkbox"/> 60 HILLCREST ROAD Boonton, NJ 07005 | | | 5,668.00 |
| NYS Dept.of Taxation & Finance 15 Metro Tech Center, 5th Fl. Brooklyn, NY 11201 | NYS Dept.of Taxation & Finance 15 Metro Tech Center, 5th Fl. Brooklyn, NY 11201 | | | 4,688.00 |
| Moretti Designs, LLC 500 Washington Blvd. Jersey City, NJ 07310 | Moretti Designs, LLC 500 Washington Blvd. Jersey City, NJ 07310 | | | 4,500.00 |
| Allboro Transportation | Allboro Transportation | | | 4,100.00 |
| Jill B. Holtzman 156-12 80th Street Howard Beach, NY 11414 | Jill B. Holtzman 156-12 80th Street Howard Beach, NY 11414 | | | 3,000.00 |
| C & R Party Staffing 521 Beach 140th Street Rockaway Park, NY 11694 | C & R Party Staffing 521 Beach 140th Street Rockaway Park, NY 11694 | | | 2,715.00 |
| Tri-State Biodiesel 531 Barretto Street Bronx, NY 10474 | Tri-State Biodiesel 531 Barretto Street Bronx, NY 10474 | | | 2,644.80 |
| Department of Treasury Internal Revenue Service Cincinnati, OH 45999-0005 | Department of Treasury Internal Revenue Service Cincinnati, OH 45999-0005 | | | 2,618.43 |
| AFCO P.O. Box 360572 Pittsburgh, PA 15250-6572 | AVCO P.O. Box 360572 Pittsburgh, PA 15250-6572 | | | 2,556.28 |
| Joshua E. Abraham 380 Madison Avenue, 22nd Floor New York, NY 10017 | Joshua E. Abraham 380 Madison Avenue, 22nd Floor New York, NY 10017 | | | 2,551.25 |

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date April 22, 2014Signature /s/ Steven SalsbergSteven Salsberg
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
 18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Southern District of New York

In re Queen of Hearts Cruises Inc., Case No. _____
Debtor Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|----------------|----------------------|------------------|
| Steven Salsberg Queen of Hearts Cruises Inc. 1632 York Avenue New York, NY 10028 | | 100% | |

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date April 22, 2014

Signature /s/ Steven Salsberg
**Steven Salsberg
President**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

0 continuation sheets attached to List of Equity Security Holders

**United States Bankruptcy Court
Southern District of New York**

In re Queen of Hearts Cruises Inc.

Debtor(s)

Case No.

Chapter 11

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: April 22, 2014

/s/ Steven Salsberg

Steven Salsberg/President
Signer>Title

AFCO
P.O. BOX 360572
PITTSBURGH, PA 15250-6572

AFLOAT NYC INC.
JORDAN KAYE
540 HENRY STREET, APT 1
BROOKLYN, NY 11231

ALEXANDER O'NEILL□□
336 EAST 18TH ST., APT B1
NEW YORK, NY 10003

ALLBORO TRANSPORTATION

AMANDA MILES
41 MAIN STREET, APT. 27
ORANGE, NJ 07050

AMERICAN MARINE SAFETY, INC.
445 HAMILTON AVE., STE 1204
WHITE PLAINS, NY 10601

ANTHONY FRIDAY
915 WASHINGTON AVENUE
BROOKLYN, NY 11225

ANTHONY VICARIO
22-02 150TH STREET
WHitestone, NY 11357

BILLY BEY MARINA
4500 AVE AT PORT IMPERIAL
WEEHAWKEN, NJ 07086

BMI
P.O. BOX 630893
CINCINNATI, OH 45263-0893

C & R PARTY STAFFING
521 BEACH 140TH STREET
ROCKAWAY PARK, NY 11694

CAROL DORSETT
1305 AMSTERDAM AVE., APT J-21
NEW YORK, NY 10027

CELESTE ENGLEY
2010 BRUCKNER BLVD., APT 3A
BRONX, NY 10473

CENTURY WASTE SERVICES, LLC
623 DOWD AVENUE
P.O. BOX 1109
ELIZABETH, NJ 07201-1109

CHARLES ROLDAN
338 FORBELL STREET
BRONX, NY 10473

CHRISTOPHER MONTALVO
101 EAST 116TH STREET, APT 4D
NEW YORK, NY 10029

CLIFF A. KATZ, ESQ.
PLATZER SWERGOLD KARLIN LEVINE
1065 AVENUE OF THE AMERICAS
NEW YORK, NY 10018

CORPORATION COUNSEL OF NYC
TAX & BANKRUPTCY DIVISION
100 CHURCH ST., ROOM5-240
NEW YORK, NY 10007

CURTIS JOHNSON
2080 FRIST AVE, APT. 2009
NEW YORK, NY 10029

DANNY INFANTE
19 CUMMING STREET
NEW YORK, NY 10034

DARRAGH O'BRIAN
125 EAST 15TH STREET
NEW YORK, NY 10003

DEPARTMENT OF TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI, OH 45999-0005

EDGAR CORTEZ
9907 41ST AVE., APT 6C
CORONA, NY 11368

EMPIRE MERCHANTS
16 BRIDGEWATER STREET
BROOKLYN, NY 11222

ENRIQUE CAMPOS
135 WEST 225TH ST., APT 1G
BRONX, NY 10463

ERNEST HERNANDEZ
626 WYTHE STREET, APT. 1G
BROOKLYN, NY 11211

EUNYCE HONG
137 WEST 141 STREET, APT, 40
NEW YORK, NY 10030

FINO
1 WALL STREET CT
NEW YORK, NY 10005

HIMAYA M. GENNARO
1148 AMSTERDAM AVENUE
NEW YORK, NY 10027

HOUSE OF SALSBERG, INC.□□
60 HILLCREST ROAD
BOONTON, NJ 07005

INTERNAL REVENUE SERVICE
PO BOX 7346
PHILADELPHIA, PA 19101-7346

ISIAH PEARMAN
102-05 DUTON COURT
HOWARD BEACH, NY 11414

JILL B. HOLTZMAN
156-12 80TH STREET
HOWARD BEACH, NY 11414

JOSHUA E. ABRAHAM
380 MADISON AVENUE, 22ND FLOOR
NEW YORK, NY 10017

JOSHUA SANTANA
510 PAVONIA AVENUE
LINDEN, NJ 07036

KAETAN MAZZA
5519 30TH PLACE NW
WASHINGTON, DC 20015

KAREN LU
142-05 ROOSEVELT AVE, APT. 238
FLUSHING, NY 11354

KARINA RHEM
172-19 144TH ROAD
REGO PARK, NY 11374

KENNY, STEARNS & ZONGHETTI LLC
26 BROADWAY
NEW YORK, NY 10004

LUIS FRANCO
88-12 ELHURST AVE., APT 4H
ELMHURST, NY 11373

LUIS GOODSELL
1175 GRAND CONCOURSE, APT 3J
BRONX, NY 10452

LUZ PEARMAN
102-05 DUNTON COURT
HOWARD BEACH, NY 11414

MARELLI USA
1620 DANVILLE ROAD
HARRODSBURG, KY 40330

MERCURY PAINT
4808 FARRAGUT AVENUE
BROOKLYN, NY 11203

MET LIFE
P.O. BOX 371487
PITTSBURGH, PA 15250-7847

MILTON BRAVO
32-42 99TH STREET
EAST ELMHURST, NY 11369

MORETTI DESIGNS, LLC
500 WASHINGTON BLVD.
JERSEY CITY, NJ 07310

NEW YORK BUSINESS DEV. CORP
50 BEAVER STREET
ALBANY, NY 12207

NORTHEAST TECHNICAL SERVICES
P.O. BOX 2274
DARIEN, CT 06820

NYC DEPARTMENT OF FINANCE
345 ADAMS STREET, 3RD FLOOR
ATTN: LEGAL AFFAIRS DIVISION
BROOKLYN, NY 11201-3719

NYS DEPARTMENT FINANCE
59 MAIDEN LANE, 24TH FLOOR
NEW YORK, NY 10038-4502

NYS DEPT OF FINANCE - PARKING
CHURCH STREET STATION
P.O. BOX 3600
NEW YORK, NY 10008-3600

NYS DEPT OF LABOR UI DIVISION
EMPLOYER ADJUSTMENT SECTION
WA A HARRIMAN STATE CAMPUS
ALBANY, NY 12240-0415

NYS DEPT.OF TAXATION & FINANCE
15 METRO TECH CENTER, 5TH FL.
BROOKLYN, NY 11201

NYS SALES TAX PROCESSING
JAF BUILDING
P.O. BOX 1208
NEW YORK, NY 10116-1208

NYS UNEMPLOYMENT
INSURANCE FUND
P.O. BOX 551
ALBANY, NY 12201

OFFICE OF THE U.S. TRUSTEE
US FEDERAL OFFICE BUILDING
201 VARICK STREET, STE 1006
NEW YORK, NY 10014

PAUL A. LEVINE, ESQ.
LEMERY GREISLER, LLC
50 BEAVER STREET, 2ND FL
ALBANY, NY 12207

PAULINA KALOWSKA
427 CONVENT AVENUE
NEW YORK, NY 10031

PEDRO PALOMINO
31-44 34TH STREET, APT. 1F
ASTORIA, NY 11106

PEPSI COLA BOTTLING CO. OF NY
116-20 15TH AVENUE
COLLEGE POINT, NY 11356

PRINCESS PARREA
305 WEST 28TH ST., APT. 9J
NEW YORK, NY 10001

QUEST DIAGNOSTICS
P.O. BOX 740709
ATLANTA, GA 30374

QUIANA C. ISAZA
425 EAST 23RD STREET
BOX 287
NEW YORK, NY 10010

QUINCY ALLEN
1324 NEEDHAM AVE, APT 3
BRONX, NY 10469

RICHARD ASTUDILLO
3721 80TH STREET
JACKSON HEIGHTS, NY 11372

RICHARD MORALES
3750 BRONX BLVD., APT, 6E
BRONX, NY 10467

ROGER GONZALEZ
24-12 80TH ST., TOP FLOOR
EAST ELMHURST, NY 11370

SAMORAH E. PROPHETE
180 EAST 17TH ST., APT. 303
BROOKLYN, NY 11226

SAMUEL PERREIRA
41 GIORDAN COURT
STATEN ISLAND, NY 10303

SARAH DENISON
300 FORT WASHINGTON, APT. 4E
NEW YORK, NY 10032

SARAH SZYDLOWSKI
44947 MIDDLEBURY COURT
TRENTON, MI 48183

SEBASTIAN BELTRAN
41-33 95TH STREET, APT. 1B
ELMHURST, NY 11373

SECURITY EXCHANGE COMM
THE WOOLWORTH BUILDING
233 BROADWAY- JOHN MURRAY
NEW YORK, NY 10279

SHAUNTELLE GUMBS
679 MONTGOMERY ST., APT. 2J
BROOKLYN, NY 11213

SONIA C. MATEO
86-08 ATLANTIC AVENUE
OZONE PARK, NY 11416

STONEWALL SOLUTIONS LLC
TWO STONEWALL CIRCLE
WEST HARRISON, NY 10604

SUNSET SELF STORAGE, LLC
49-07 1ST AVENUE
BROOKLYN, NY 11232

TRI-STATE BIODIESEL
531 BARRETTO STREET
BRONX, NY 10474

U.S. SMALL BUSINESS ADMIN
360 RAINBOW BLVD. SOUTH
NIAGARA FALLS, NY 14303

UNITED STATES ATTORNEY
ONE ST. ANDREW'S PLAZA
CLAIMS UNIT-ROOM 417
NEW YORK, NY 10007

UNIVERSITY SERVICES
10551 DECATUR ROAD, STE 200
PHILADELPHIA, PA 19154

VERIZON
P.O. BOX 15124
ALBANY, NY 12212-5124

VITO GUALTIERI
3544 CARROLTON AVENUE
WANTAGH, NY 11793

WASHINGTON GAMBOA
814B TILDEN ST., APT 1B
BRONX, NY 10467

YANK MARINE INC.
7 MOSQUITO LANDING ROAD
P.O.BOX 569
TUCKAHOE, NJ 08250

United States Bankruptcy Court
Southern District of New York

In re Queen of Hearts Cruises Inc. _____
Debtor(s) _____ Case No.
Chapter 11 _____

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Queen of Hearts Cruises Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [*Check if applicable*]

April 22, 2014

Date

/s/ Jonathan S. Pasternak

Jonathan S. Pasternak

Signature of Attorney or Litigant

Counsel for Queen of Hearts Cruises Inc.

DelBello Donnellan Weingarten Wise & Wiederkehr, LLP

One North Lexington Avenue

White Plains, NY 10601

(914) 681-0200 Fax:(914) 684-0288

United States Bankruptcy Court
Southern District of New York

In re Queen of Hearts Cruises Inc.

Debtor(s)

Case No.

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Steven Salsberg, declare under penalty of perjury that I am the President of Queen of Hearts Cruises Inc., and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the 11th day of March 2014.

"Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that Steven Salsberg, President of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that Steven Salsberg, President of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that Steven Salsberg, President of this Corporation is authorized and directed to employ Dawn Kirby Arnold, attorney and the law firm of DelBello Donnellan Weingarten Wise & Wiederkehr, LLP to represent the corporation in such bankruptcy case."

Date April 25, 2014

Signed /s/ Steven Salsberg

Steven Salsberg, President

Resolution of Board of Directors
of
Queen of Hearts Cruises Inc.

Whereas, it is in the best interest of this corporation to file a voluntary petition in the the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that Steven Salsberg, President of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that Steven Salsberg, President of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that Steven Salsberg, President of this Corporation is authorized and directed to employ Dawn Kirby Arnold, attorney and the law firm of DelBello Donnellan Weingarten Wise & Wiederkehr, LLP to represent the corporation in such bankruptcy case.

Date April 25, 2014

Signed /s/ Steven Salsberg
Steven Salsberg, President